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RECORDATION 72 FEB 1 1985

Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. FEB 1 1985 FEB 1 1985 12 15 PM  
Date ..... INTERSTATE COMMERCE COMMISSION  
Fee \$ 10.00

Dear Ms. Mergenovich:

ICC Washington D. C.

Enclosed for recordation under the provisions of Section 11303 of Title 49 of the U.S. Code are the original and five counterparts of Security Agreement Supplement No. 6 dated February 1, 1985. Security Agreement Supplement No. 6 is a secondary document.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

The names and addresses of the parties to Security Agreement Supplement No. 6 are as follows:

Debtor: The Connecticut National Bank,  
as Trustee under Southern  
Pacific Transportation  
Company Trust No. 84-1  
777 Main Street  
Hartford, Connecticut 06115  
Attention: Bond and Trust Department

Secured Party: Mercantile-Safe Deposit and Trust  
Company  
Two Hopkins Plaza  
P.O. Box 2258  
Baltimore, Maryland 21203  
Attention: Corporate Trust  
Department

The undersigned is the Debtor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and any extra copies of Security Agreement Supplement No. 6 not needed by the Commission for recordation to Elizabeth L. Majers, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

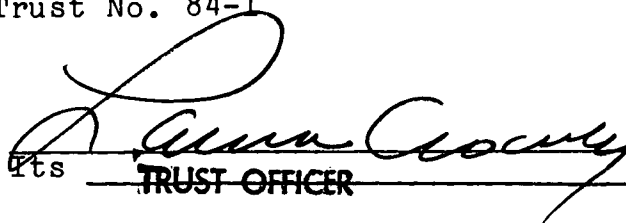
A short summary of the enclosed secondary document to appear in the Index is as follows:

Security Agreement Supplement No. 6 to the Security Agreement between The Connecticut National Bank, as Trustee under Southern Pacific Transportation Company Trust No. 84-1, as Debtor, 777 Main Street, Hartford, Connecticut 06115, Attention: Bond and Trust Department and Mercantile-Safe Deposit and Trust Company, as Secured Party, Two Hopkins Plaza, P.O. Box 2258, Baltimore, Maryland 21203, Attention: Corporate Trust Department covering railroad maintenance-of-way equipment.

Very truly yours,

THE CONNECTICUT NATIONAL BANK,  
as Trustee under Southern  
Pacific Transportation Company  
Trust No. 84-1

By

  
Its TRUST OFFICER

Enclosures

Please note that this Security Agreement Supplement No. 5 relates to a Security Agreement dated as of July 15, 1984 and a Security Agreement Supplement No. 1 dated as of September 24, 1984 both filed with the Interstate Commerce Commission on September 20, 1984 and assigned Recordation Number 14429 and 14429-A and Security Agreement Supplement No. 2 dated as of October 25, 1984 filed on October 25, 1984 and assigned Recordation Number 14429-B and Security Agreement Supplement No. 3 dated as of November 26, 1984 filed on November 23, 1984 and assigned Recordation Number 14429-C and Security Agreement Supplement No. 4 dated as of December 27, 1984 filed on December 27, 1984 and assigned Recordation Number 14429-D and Security Agreement Supplement No. 5 dated as of January 2, 1985 filed on January 10, 1985 and assigned Recordation Number 14429-E.

FEB 1 1985 - 12 15 PM

**SECURITY AGREEMENT SUPPLEMENT** INTERSTATE COMMERCE COMMISSION

**SECURITY AGREEMENT SUPPLEMENT NO. 6**, dated February 1, 1985, from THE CONNECTICUT NATIONAL BANK, a national banking association, not in its individual capacity but solely as trustee (the "Debtor") under a Trust Agreement dated as of July 15, 1984 with NCNB LEASE INVESTMENTS, INC., to **MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY**, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of July 15, 1984, from the Debtor to the Secured Party (the "Security Agreement"),

**WITNESSETH:**

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Units of Equipment included in the Collateral and subject to the security interest of the Security Agreement and/or to set forth the amortization schedules relating to the Notes issued and outstanding under the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and the premium, if any, and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Security Agreement and of the Notes the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest in the following properties:

(a) all the units of property and equipment described in Schedule A annexed hereto;

(b) all additional or substituted units of property or equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof; and

(c) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

SAVING AND EXCEPTING, however, from the properties in which a security interest is hereby created and granted, Excepted Rights in Collateral.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors and assigns the security interest hereby created and granted.

Attached hereto as Schedule B is an Amortization Schedule for each Series A Term Note and each Series B Note being issued on the date hereof setting forth the principal and interest payments to be made by the Debtor on such Notes based upon \$1,000,000 principal amount thereof.

Attached hereto as Schedule C are amortization schedules to be used in calculating the Related Portion of the Notes issued on the date hereof as required by Section 4.1 of the Security Agreement based upon \$1,000,000 principal amount of such Notes.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of California, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity but  
solely as trustee under Southern  
Pacific Transportation Company Trust  
No. 84-1

By   
Us TRUST OFFICER

[CORPORATE SEAL]

ATTEST:

  
Corporate Trust Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Security Trustee

By   
Its Vice President

STATE OF CONNECTICUT     )  
  ) SS  
COUNTY OF HARTFORD     )

On this 28<sup>th</sup> day of Jan, 1985, before me personally appeared LAURA CROWLEY, to me personally known, who being by me duly sworn, says that she is an authorized officer of THE CONNECTICUT NATIONAL BANK, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A. Carley  
Notary Public

(SEAL)

DEBRA A. CARLEY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1985

My commission expires:

STATE OF MARYLAND     )  
  ) SS  
CITY OF BALTIMORE     )

R. E. Schreiber On this 30<sup>th</sup> day of January, 1985, before me personally appeared R. E. Schreiber, to me personally known, who being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Conn  
Notary Public

(SEAL)

My commission expires: 7-1-86

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00028-F-13(EAC#0800)                  |
| Description:                   | Model 6200 automatic trackliner          |
| Identification No.:            | To be furnished.                         |
| Manufacturers Serial No.:      | 142444                                   |
| Vendor or Manufacturer:        | Jackson Jordan, Inc.                     |
| Location:                      | 1860 Seventh Street<br>Oakland, CA 94607 |
| Date of Delivery & Acceptance: | To be furnished.                         |
| Lessor's Cost:                 | \$126,269.93                             |
| Base Lease Commencement Date:  | April 2, 1985                            |
| Expiration Date:               | April 2, 1991                            |
| Reference No.:                 | 5-1                                      |

SCHEDULE A  
(to Security Agreement Supplement No. 6)

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00028-F-13(EAC#0800)                    |
| Description:                   | Model 6200 automatic trackliner            |
| Identification No.:            | To be furnished.                           |
| Manufacturers Serial No.:      | 142445                                     |
| Vendor or Manufacturer:        | Jackson Jordan, Inc.                       |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020 |
| Date of Delivery & Acceptance: | To be furnished.                           |
| Lessor's Cost:                 | \$123,434.45                               |
| Base Lease Commencement Date:  | April 2, 1985                              |
| Expiration Date:               | April 2, 1991                              |
| Reference No.:                 | 5-2  |

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00018-F-13(EAC#0800)  |
| Description:                   | Freight charges for tie<br>remover inserter Model<br>TR-1 - Ref. #4-11 |
| Identification No.:            | To be furnished.   |
| Manufacturers Serial No.:      | 5580304  |
| Vendor or Manufacturer:        | Tamper Div. of Canron Corp.  |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                             |
| Date of Delivery & Acceptance: | To be furnished.   |
| Lessor's Cost:                 | \$3,753.60   |
| Base Lease Commencement Date:  | April 2, 1985  |
| Expiration Date:               | April 2, 1991  |
| Reference No.:                 | 5-3  |

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00018-F-13(EAC#0800)  |
| Description:                   | Freight charges for tie<br>remover inserter Model<br>TR-1 - Ref. #4-12 |
| Identification No.:            | To be furnished.   |
| Manufacturers Serial No.:      | 5580284  |
| Vendor or Manufacturer:        | Tamper Div. of Canron Corp.  |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                             |
| Date of Delivery & Acceptance: | To be furnished.   |
| Lessor's Cost:                 | \$3,753.60   |
| Base Lease Commencement Date:  | April 2, 1985  |
| Expiration Date:               | April 2, 1991  |
| Reference No.:                 | 5-4  |

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00018-F-13(EAC#0800)  |
| Description:                   | Freight charges for tie<br>remover inserter Model<br>TR-1 - Ref. #4-13 |
| Identification No.:            | To be furnished.   |
| Manufacturers Serial No.:      | 5580274  |
| Vendor or Manufacturer:        | Tamper Div. of Canron Corp.  |
| Location:                      | 1860 Seventh Street<br>Oakland, CA 94607                               |
| Date of Delivery & Acceptance: | To be furnished.   |
| Lessor's Cost:                 | \$3,753.60   |
| Base Lease Commencement Date:  | April 2, 1985  |
| Expiration Date:               | April 2, 1991  |
| Reference No.:                 | 5-5  |

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00018-F-13(EAC#0800)  |
| Description:                   | Freight charges for tie<br>remover inserter Model<br>TR-1 - Ref. #4-14 |
| Identification No.:            | To be furnished.   |
| Manufacturers Serial No.:      | 5580294  |
| Vendor or Manufacturer:        | Tamper Div. of Canron Corp.  |
| Location:                      | 1860 Seventh Street<br>Oakland, CA 94607                               |
| Date of Delivery & Acceptance: | To be furnished.   |
| Lessor's Cost:                 | \$3,753.60   |
| Base Lease Commencement Date:  | April 2, 1985  |
| Expiration Date:               | April 2, 1991  |
| Reference No.:                 | 5-6  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00021-F-13(EAC#0800)   |
| Description:                   | Freight charges for on-track<br>brushcutter Model 32-7<br>Ref. #4-118 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 32-132-84 Eng. #6VA-132881  |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.  |
| Location:                      | 1860 Seventh Street<br>Oakland, CA 94607                              |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$5,032.00  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-7   |

|                                |  |
|--------------------------------|--|
| Purchase Order No.:            | 00-00024-F-13(EAC#0800)                                      |
| Description:                   | Freight charges for tie injector Model 39-2-1<br>Ref. #4-122 |
| Identification No.:            | To be furnished.   |
| Manufacturers Serial No.:      | 39-335-84 Eng. #4D-205913                                    |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.                               |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                   |
| Date of Delivery & Acceptance: | To be furnished.   |
| Lessor's Cost:                 | \$2,464.80   |
| Base Lease Commencement Date:  | April 2, 1985  |
| Expiration Date:               | April 2, 1991  |
| Reference No.:                 | 5-8  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00021-F-13(EAC#0800)   |
| Description:                   | Freight charges for on-track<br>brushcutter Model 32-7<br>Ref. #4-119 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 32-133-84 Eng. #6VA-132881  |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.  |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                            |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$2,464.80  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-9   |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00021-F-13(EAC#0800)                                     |
| Description:                   | Freight charges for rail<br>saw Model 22-2-1<br>Ref. #4-124 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 22-111-84 Eng. #6809111                                     |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.                              |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                  |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$1,041.60  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-10  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00021-F-13(EAC#0800)                                     |
| Description:                   | Freight charges for rail<br>saw Model 22-2-1<br>Ref. #4-125 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 22-112-84 Eng. #6809112                                     |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.                              |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                  |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$1,041.60  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-11  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00050-F-13(EAC#0800)                                     |
| Description:                   | Freight charges for rail<br>saw Model 22-2-1<br>Ref. #4-123 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 22-110-84 Eng. #6809110                                     |
| Vendor or Manufacturer:        | Kershaw Manufacturing Co. Inc.                              |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                  |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$1,041.60  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-12  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00115-F-13(EAC#E772)   |
| Description:                   | Fr. chgs. for Pettibone<br>Mercury Model 30T gas tow<br>tractor Ref. #4-148 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 29732   |
| Vendor or Manufacturer:        | Pettibone Corporation   |
| Location:                      | 2800 Kerr Street<br>Los Angeles, CA 90039                                   |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$702.00  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-13  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00115-F-13(EAC#E772)   |
| Description:                   | Fr. chgs. for Pettibone<br>Mercury Model 30T gas tow<br>tractor Ref. #4-147 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 29731   |
| Vendor or Manufacturer:        | Pettibone Corporation   |
| Location:                      | 2800 Kerr Street<br>Los Angeles, CA 90039                                   |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$702.00  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-14  |

Purchase Order No.: 00-00115-F-13(EAC#E772)

Description: Fr. chgs. for Pettibone  
Mercury Model 30T gas tow  
tractor Ref. #4-146

Identification No.: To be furnished.

Manufacturers Serial No.: 29730

Vendor or Manufacturer: Pettibone Corporation

Location: 2800 Kerr Street  
Los Angeles, CA 90039

Date of Delivery & Acceptance: To be furnished.

Lessor's Cost: \$702.00

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No.: 5-15

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00115-F-13(EAC#E772)   |
| Description:                   | Fr. chgs. for Pettibone<br>Mercury Model 30T gas tow<br>tractor Ref. #4-145 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 29729   |
| Vendor or Manufacturer:        | Pettibone Corporation   |
| Location:                      | 2800 Kerr Street<br>Los Angeles, CA 90039                                   |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$702.00  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-16  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00114-F-13(EAC#E772)   |
| Description:                   | Fr. chgs. for Pettibone<br>Mercury Model 30T gas tow<br>tractor Ref. #4-144 |
| Identification No.:            | To be furnished.  |
| Manufacturers Serial No.:      | 29726   |
| Vendor or Manufacturer:        | Pettibone Corporation   |
| Location:                      | 2800 Kerr Street<br>Los Angeles, CA 90039                                   |
| Date of Delivery & Acceptance: | To be furnished.  |
| Lessor's Cost:                 | \$702.00  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-17  |

Purchase Order No.: 00-00030-F-13(EAC#0800)

Description: Fr. chgs. for Portec/RMC  
one-piece tie remover/  
inserter Ref. #3-124

Identification No.: 91RD

Manufacturers Serial No.: TKO-624

Vendor or Manufacturer: Portec Inc.

Location: 1860 Seventh Street  
Oakland, CA 94607

Date of Delivery & Acceptance: October 29, 1984

Lessor's Cost: \$4,600.40

Base Lease Commencement Date: April 2, 1985

Expiration Date: April 2, 1991

Reference No.: 5-18

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00029-F-13(EAC#0800)   |
| Description:                   | Fr. chgs. for Portec/RMC<br>spike setter-driver<br>with gauger Ref. #1-28 |
| Identification No.:            | 447RD   |
| Manufacturers Serial No.:      | SZ-948  |
| Vendor or Manufacturer:        | Portec Inc.   |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                                |
| Date of Delivery & Acceptance: | September 17, 1984  |
| Lessor's Cost:                 | \$2,342.40  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-19  |

|                                |   |
|--------------------------------|---|
| Purchase Order No.:            | 00-00029-F-13(EAC#0800)   |
| Description:                   | Fr. chgs. for Portec/RMC<br>spike setter-driver<br>with gauger Ref. #1-27 |
| Identification No.:            | 446RD   |
| Manufacturers Serial No.:      | SZ-947  |
| Vendor or Manufacturer:        | Portec Inc.   |
| Location:                      | 6401 Wallisville Road<br>Houston, TX 77020                                |
| Date of Delivery & Acceptance: | September 17, 1984  |
| Lessor's Cost:                 | \$2,342.40  |
| Base Lease Commencement Date:  | April 2, 1985   |
| Expiration Date:               | April 2, 1991   |
| Reference No.:                 | 5-20  |

## AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount  
of Series A Secured Term Notes Issued by Debtor)

### GROUP B

NOTES ISSUED ON CLOSING DATE: FEBRUARY 1, 1985  
UNDER PARTICIPATION AGREEMENT

| <u>Number of<br/>Installment</u> | <u>Payment<br/>Date</u> | <u>Total<br/>Payment</u> | <u>Portion<br/>Allocated to<br/>Interest</u> | <u>Portion<br/>Allocated to<br/>Principal</u> | <u>Out-<br/>standing<br/>Principal</u> |
|----------------------------------|-------------------------|--------------------------|--|---|--|
| 1                                | 1FEB85                  | 0.00                     | 0.00   | 0.00  | 1,000,000.00                           |
| 2                                | 2APR85                  | 22,027.78                | 22,027.78                                    | 0.00  | 1,000,000.00                           |
| 3                                | 2JUL85                  | 95,539.25                | 32,500.00                                    | 63,039.25                                     | 936,960.75                             |
| 4                                | 2OCT85                  | 95,539.25                | 30,451.22                                    | 65,088.03                                     | 871,872.72                             |
| 5                                | 2JAN86                  | 95,539.25                | 28,335.86                                    | 67,203.39                                     | 804,669.33                             |
| 6                                | 2APR86                  | 95,539.25                | 26,151.75                                    | 69,387.50                                     | 735,281.83                             |
| 7                                | 2JUL86                  | 95,539.25                | 23,896.66                                    | 71,642.59                                     | 663,639.24                             |
| 8                                | 2OCT86                  | 95,539.25                | 21,568.28                                    | 73,970.97                                     | 589,668.27                             |
| 9                                | 2JAN87                  | 95,539.25                | 19,164.22                                    | 75,375.03                                     | 513,293.24                             |
| 10                               | 2APR87                  | 95,539.25                | 16,682.03                                    | 78,857.22                                     | 434,436.02                             |
| 11                               | 2JUL87                  | 95,539.25                | 14,119.17                                    | 81,420.08                                     | 353,015.94                             |
| 12                               | 2OCT87                  | 95,539.25                | 11,473.02                                    | 84,066.23                                     | 268,949.71                             |
| 13                               | 2JAN88                  | 95,539.25                | 8,740.87                                     | 86,798.38                                     | 182,151.33                             |
| 14                               | 2APR88                  | 95,539.25                | 5,919.92                                     | 89,619.33                                     | 92,532.00                              |
| 15                               | 2JUL88                  | 95,539.29                | 3,007.29                                     | 92,532.00                                     | 0.00                                   |
|                                  |                         | 1,264,038.07             | 264,038.07                                   | 1,000,000.00                                  | 0.00                                   |

# AMORTIZATION SCHEDULE

(Payments Required Per \$1,000,000 Principal Amount  
of Series B Secured Term Notes Issued by Debtor)

## GROUP B

NOTES ISSUED ON CLOSING DATE: FEBRUARY 1, 1985  
UNDER PARTICIPATION AGREEMENT

| <u>Number of<br/>Installment</u> | <u>Payment<br/>Date</u> | <u>Total<br/>Payment</u> | <u>Portion<br/>Allocated to<br/>Interest</u> | <u>Portion<br/>Allocated to<br/>Principal</u> | <u>Out-<br/>standing<br/>Principal</u> |
|----------------------------------|-------------------------|--------------------------|--|---|--|
| 1                                | 1FEB85                  | 0.00                     | 0.00   | 0.00  | 1,000,000.00                           |
| 2                                | 2APR85                  | 22,663.19                | 22,663.19                                    | 0.00  | 1,000,000.00                           |
| 3                                | 2JUL85                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 4                                | 2OCT85                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 5                                | 2JAN86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 6                                | 2APR86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 7                                | 2JUL86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 8                                | 2OCT86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 9                                | 2JAN87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 10                               | 2APR87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 11                               | 2JUL87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 12                               | 2OCT87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 13                               | 2JAN88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 14                               | 2APR88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 15                               | 2JUL88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 16                               | 2OCT88                  | 33,475.65                | 33,437.50                                    | 38.15   | 999,961.85                             |
| 17                               | 2JAN89                  | 33,474.37                | 33,436.22                                    | 38.15   | 999,923.70                             |
| 18                               | 2APR89                  | 53,977.68                | 33,434.95                                    | 20,542.73                                     | 979,380.97                             |
| 19                               | 2JUL89                  | 182,868.14               | 32,748.05                                    | 150,120.09                                    | 829,260.88                             |
| 20                               | 2OCT89                  | 182,868.12               | 27,728.41                                    | 155,139.71                                    | 674,121.17                             |
| 21                               | 2JAN90                  | 182,868.12               | 22,540.93                                    | 160,327.19                                    | 513,793.98                             |
| 22                               | 2APR90                  | 182,868.13               | 17,179.99                                    | 165,688.14                                    | 348,105.84                             |
| 23                               | 2JUL90                  | 182,868.13               | 11,639.79                                    | 171,228.34                                    | 176,877.50                             |
| 24                               | 2OCT90                  | 182,791.84               | 5,914.34                                     | 176,877.50                                    | 0.00                                   |
|                                  |                         | 1,675,410.87             | 675,410.87                                   | 1,000,000.00                                  | 0.00                                   |

## AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount  
of Series A Secured Term Notes Issued by Debtor)

### GROUP B

| <u>Number of<br/>Installment</u> | <u>Payment<br/>Date</u> | <u>Total<br/>Payment</u> | <u>Portion<br/>Allocated to<br/>Interest</u> | <u>Portion<br/>Allocated to<br/>Principal</u> | <u>Out-<br/>standing<br/>Principal</u> |
|----------------------------------|-------------------------|--------------------------|--|---|--|
| 1                                | 1FEB85                  | 0.00                     | 0.00   | 0.00  | 1,000,000.00                           |
| 2                                | 2APR85                  | 22,027.78                | 22,027.78                                    | 0.00  | 1,000,000.00                           |
| 3                                | 2JUL85                  | 95,539.25                | 32,500.00                                    | 63,039.25                                     | 936,960.75                             |
| 4                                | 2OCT85                  | 95,539.25                | 30,451.22                                    | 65,088.03                                     | 871,872.72                             |
| 5                                | 2JAN86                  | 95,539.25                | 28,335.86                                    | 67,203.39                                     | 804,669.33                             |
| 6                                | 2APR86                  | 95,539.25                | 26,151.75                                    | 69,387.50                                     | 735,281.83                             |
| 7                                | 2JUL86                  | 95,539.25                | 23,896.66                                    | 71,642.59                                     | 663,639.24                             |
| 8                                | 2OCT86                  | 95,539.25                | 21,568.28                                    | 73,970.97                                     | 589,668.27                             |
| 9                                | 2JAN87                  | 95,539.25                | 19,164.22                                    | 75,375.03                                     | 513,293.24                             |
| 10                               | 2APR87                  | 95,539.25                | 16,682.03                                    | 78,857.22                                     | 434,436.02                             |
| 11                               | 2JUL87                  | 95,539.25                | 14,119.17                                    | 81,420.08                                     | 353,015.94                             |
| 12                               | 2OCT87                  | 95,539.25                | 11,473.02                                    | 84,066.23                                     | 268,949.71                             |
| 13                               | 2JAN88                  | 95,539.25                | 8,740.87                                     | 86,798.38                                     | 182,151.33                             |
| 14                               | 2APR88                  | 95,539.25                | 5,919.92                                     | 89,619.33                                     | 92,532.00                              |
| 15                               | 2JUL88                  | 95,539.29                | 3,007.29                                     | 92,532.00                                     | 0.00                                   |
|                                  |                         | 1,264,038.07             | 264,038.07                                   | 1,000,000.00                                  | 0.00                                   |

## AMORTIZATION SCHEDULE

FOR PURPOSES OF CALCULATING STIPULATED LOSS VALUE PAYMENTS

(Based upon \$1,000,000 Principal Amount  
of Series B Secured Term Notes Issued by Debtor)

### GROUP B

| <u>Number of<br/>Installment</u> | <u>Payment<br/>Date</u> | <u>Total<br/>Payment</u> | <u>Portion<br/>Allocated to<br/>Interest</u> | <u>Portion<br/>Allocated to<br/>Principal</u> | <u>Out-<br/>standing<br/>Principal</u> |
|----------------------------------|-------------------------|--------------------------|--|---|--|
| 1                                | 1FEB85                  | 0.00                     | 0.00   | 0.00  | 1,000,000.00                           |
| 2                                | 2APR85                  | 22,663.19                | 22,663.19                                    | 0.00  | 1,000,000.00                           |
| 3                                | 2JUL85                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 4                                | 2OCT85                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 5                                | 2JAN86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 6                                | 2APR86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 7                                | 2JUL86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 8                                | 2OCT86                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 9                                | 2JAN87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 10                               | 2APR87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 11                               | 2JUL87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 12                               | 2OCT87                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 13                               | 2JAN88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 14                               | 2APR88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 15                               | 2JUL88                  | 33,437.50                | 33,437.50                                    | 0.00  | 1,000,000.00                           |
| 16                               | 2OCT88                  | 33,475.65                | 33,437.50                                    | 38.15   | 999,961.85                             |
| 17                               | 2JAN89                  | 33,474.37                | 33,436.22                                    | 38.15   | 999,923.70                             |
| 18                               | 2APR89                  | 53,977.68                | 33,434.95                                    | 20,542.73                                     | 979,380.97                             |
| 19                               | 2JUL89                  | 182,868.14               | 32,748.05                                    | 150,120.09                                    | 829,260.88                             |
| 20                               | 2OCT89                  | 182,868.12               | 27,728.41                                    | 155,139.71                                    | 674,121.17                             |
| 21                               | 2JAN90                  | 182,868.12               | 22,540.93                                    | 160,327.19                                    | 513,793.98                             |
| 22                               | 2APR90                  | 182,868.13               | 17,179.99                                    | 165,688.14                                    | 348,105.84                             |
| 23                               | 2JUL90                  | 182,868.13               | 11,639.79                                    | 171,228.34                                    | 176,877.50                             |
| 24                               | 2OCT90                  | <u>182,791.84</u>        | <u>5,914.34</u>                              | <u>176,877.50</u>                             | <u>0.00</u>                            |
|                                  |                         | 1,675,410.87             | 675,410.87                                   | 1,000,000.00                                  | 0.00                                   |